

## CERTIFICATE OF REPORTER

STATE OF DELAWARE:

:

NEW CASTLE COUNTY:

I, Kimberly A. Hurley, Registered Merit Reporter and Notary Public, do hereby certify that there came before me on the 13TH day of January, 2006, the deponent herein, DANIEL P. ROLLINS, who was duly sworn by me and thereafter examined by counsel for the respective parties; that the questions asked of said deponent and the answers given were taken down by me in Stenotype notes and thereafter transcribed by use of computer-aided transcription and computer printer under my direction.

I further certify that the foregoing is a true and correct transcript of the testimony given at said examination of said witness.

I further certify that reading and signing of the deposition were waived by the deponent and counsel.

I further certify that I am not counsel, attorney, or relative of either party, or otherwise interested in the event of this suit.

Kimberly A. Hurley, RMR  
Certification No. 126-RPR  
(Expires January 31, 2008)

DATED:



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IN THE UNITED STATES DISTRICT COURT  
 FOR THE DISTRICT OF DELAWARE  
 BRIAN MILLER, HECTOR CALDERON, )  
 CHARLES FOLWELL, DAWN M. )  
 HAUCK, KEVIN KEIR, ASHBY )  
 LINCOLN, KAREN MASINO, ROBERT )  
 W. PETERSON, SUSAN M. POKOISKI, )  
 DAN P. ROLLINS, and WILLIAM )  
 SPERATI, )  
 )  
 Plaintiffs, )  
 )  
 v. ) C.A. No. 05-10-JJF  
 )  
 COMPUTER SCIENCES CORPORATION, )  
 )  
 Defendant. )

Deposition of KAREN A. MASINO taken  
 pursuant to notice at the law offices of Potter Anderson  
 & Corroon, Hercules Plaza, 6th Floor, Wilmington,  
 Delaware, beginning at 1:00 p.m., on Friday,  
 January 13, 2006, before Kimberly A. Hurley, Registered  
 Merit Reporter and Notary Public.

APPEARANCES:

TIMOTHY J. WILSON, ESQUIRE  
 MARGOLIS EDELSTEIN  
 1509 Gilpin Avenue  
 Wilmington, Delaware 19806  
 for the Plaintiffs

LARRY R. SEEGULL, ESQUIRE  
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ORIGINAL

1 period?

2 A. Correct.

3 Q. Which would either be within a week or maybe  
4 two weeks of that?

5 A. Exactly.

6 Q. You were notified on September 11th, 2003, when  
7 you received a letter from the company saying you were no  
8 longer eligible for AMIP?

9 A. I believe it was the 11th. It may have been  
10 the 13th when I actually had my face-to-face meeting.

11 Q. At the time that you were notified, you knew  
12 you would no longer get any AMIP payment, correct?

13 A. Correct.

14 Q. What is your Social Security number?

15 A. 222-56-2862.

16 Q. What is your date and place of birth?

17 A. September 1st, 1959. I was born here in  
18 Wilmington, Delaware.

19 Q. Where do you currently reside?

20 A. At 420 West 22nd Street.

21 Q. Do you own or rent your home?

22 A. I rent.

23 Q. How long have you been at that address?

24 A. More than 15 years.



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1 Q. Are you married?

2 A. No.

3 Q. Have you ever been married?

4 A. No.

5 Q. Do you have any children?

6 A. No.

7 Q. Have you ever been arrested?

8 A. No.

9 Q. Or ever convicted of any felony or misdemeanor?

10 A. No.

11 Q. Have you ever served in the military?

12 A. No.

13 Q. When did you first contact an attorney to  
14 handle your case against CSC?

15 A. I believe in October of 2003.

16 Q. Would that have been shortly after you received  
17 notice that you were not going to get any AMIP payment?

18 A. Correct.

19 Q. Once you knew that you were not entitled to any  
20 AMIP payment, that's when you decided you were going to  
21 seek counsel?

22 A. Yes.

23 Q. Who was the first attorney that you contacted?

24 A. Jeff Martin.



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1 A. I worked in Harrisburg at a utility services  
2 company.

3 Q. For how long did you do that?

4 A. About two years.

5 Q. Then you started working for DuPont?

6 A. Then I was back at DuPont.

7 Q. Did you stay at DuPont continuously from there  
8 on out?

9 A. Yes.

10 Q. You stopped working for DuPont when?

11 A. In May of '97.

12 Q. Did you come over with a group?

13 A. I came over with the entire group.

14 Q. Would that have been in June of '97?

15 A. Yes.

16 Q. What positions did you hold at DuPont?

17 A. When we transitioned?

18 Q. At all times.

19 A. At all times? I was a programmer, a project  
20 manager, a team leader, I was a technology manager at  
21 transition.

22 Q. What's a technology manager?

23 A. We got a subset of technology that was our  
24 responsibility to move through the product life cycle and

1 Q. Have you ever seen this plan?

2 A. Yes.

3 Q. Where have you seen it?

4 A. It was in the management guide, I believe.

5 Q. Which management guide, do you know?

6 A. There's an employee handbook and then a  
7 management guide that we got when we were supervising  
8 employees or had direct-line responsibility.

9 Q. Was this in the Chemical Group?

10 A. Yes.

11 Q. Which group were you in when you came over to  
12 CSC?

13 A. Which group in CSC?

14 Q. Yes.

15 A. In the Chemical Group which was called Horizon  
16 Initiatives at the time.

17 Q. Then it became Chemical Group?

18 A. It became Chemical and Energy; Chemical, Oil  
19 and Gas; then the Chemical Group. It had a variety of  
20 names.

21 Q. What's the name of it now?

22 A. Chemical account, I believe.

23 Q. Is this the same as TMG?

24 A. It's a part of TMG, which is the Technology



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1 Q. Was it the same person that led each session?

2 A. I don't remember.

3 Q. Do you remember what was said about the AMIP  
4 plan?

5 A. Not specifically.

6 Q. Were you provided with any documents about the  
7 AMIP plan?

8 A. In those sessions? I don't believe so.

9 Q. At the time of transition or around that time.

10 A. I don't believe I would have received that,  
11 since I was not on the bonus program at the time.

12 Q. You said there was a chemical plan that you  
13 received when you became a manager?

14 A. Yes.

15 Q. When would that have been?

16 A. Shortly after transition.

17 Q. When you say "shortly," what do you mean?

18 A. Within a year.

19 Q. Would that have been at the start of fiscal  
20 year 2004?

21 A. 1998.

22 Q. I'm sorry. At the start of fiscal year 1998?

23 A. Yes.

24 Q. So approximately April of '97?



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1 A. No. We transitioned in '97. See how confusing  
2 that fiscal year is?

3 Q. You're right. It does get confusing. Let me  
4 start again.

5 You came over in June of '97.

6 A. Correct.

7 Q. That would be during fiscal year 1998?

8 A. '98, right.

9 Q. Would it have been at the start of fiscal year  
10 '99 --

11 A. Correct.

12 Q. -- that you received the chemical -- that you  
13 became a manager?

14 A. To my recollection, yes. During that time.

15 Q. So approximately April of '98?

16 A. May have been May or June, but in that time  
17 frame.

18 Q. April or June, somewhere in there?

19 A. Yes.

20 Q. At some point during that time frame is when  
21 you received this management handbook for the chemical  
22 account?

23 A. Correct.

24 Q. In there, there are some provisions regarding



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1 AMIP?

2 A. Correct.

3 Q. Other than the provisions in that handbook, are  
4 you aware of any other written policies about AMIP?

5 A. No.

6 Q. What positions have you held while you have  
7 been at CSC?

8 A. I was an operations manager. I'm sorry. I was  
9 a technology manager first, then an operations manager,  
10 then a portfolio manager, and now I'm an account manager.

11 Q. What salary levels have you been at while at  
12 CSC?

13 A. I transitioned at salary level 4. I was made a  
14 5 within, I think, three months because they had  
15 misleveled some folks. Now I'm a level 6.

16 Q. When were you made a level 6?

17 A. I don't specifically recall. 1999 or 2000. I  
18 don't remember.

19 Q. Would it have been after you were promoted to  
20 the chemical account manager's position?

21 A. It was when I was an operations manager. I was  
22 promoted and put on the AMIP program at the same time.

23 Q. What time would that have been?

24 A. What year or what time of year?



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1 but yes, that's the range.

2 Q. Some years it was 20 percent?

3 A. Right.

4 Q. Some years it might have been 25 percent?

5 A. No.

6 Q. And some years it could have been in between?

7 A. No. I'm sorry. I'm not explaining it  
8 correctly. Your eligibility was always preset. If  
9 you're eligible for 20 percent, that's what your target  
10 was.

11 Q. That's for your entire career at CSC?

12 A. No. Only for whatever that fiscal year was.  
13 So it could have changed the next year to 25 percent. I  
14 have never heard of anybody dropping.

15 Q. So some years it was 20 percent and then some  
16 years it went up to 25 percent?

17 A. Mine was always 20 percent.

18 Q. Yours was always 20 percent. That makes it  
19 easy.

20 So that the total AMIP bonus that you  
21 could ever receive was 20 percent of your salary?

22 A. Correct.

23 Q. How the bonus was calculated, that would change  
24 year to year?



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1 A. Correct.

2 Q. There were different factors that were used?

3 A. Yes.

4 Q. What were some of the factors that were used in  
5 the calculation of the AMIP bonuses?

6 A. Depending on the year, they were financial  
7 goals of the account, financial goals of the company,  
8 earnings per share, your specific performance in your job  
9 function.

10 Q. What would be some metrics that the company  
11 would measure in terms of financial goals of the account?

12 A. Again, they measure earnings per share,  
13 operating income. Those kinds of things.

14 Q. Those are financial goals of the company.

15 A. Yes. And they also measured -- the operating  
16 income and those financials goals were also measured at  
17 the account level.

18 Q. Those are all different factors that the  
19 company used to calculate the AMIP bonus?

20 A. Correct.

21 Q. Sometimes those factors were used, sometimes  
22 they weren't used, correct?

23 A. I'm not sure how to answer that. The factors  
24 would change from year to year.



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1 Q. So let's just give an example. Earnings per  
2 share, that might be a factor one year, it might not be a  
3 factor another year?

4 A. Correct.

5 Q. Or operating income might be a factor one year,  
6 it might not be a factor another year?

7 A. Correct.

8 Q. Is the same true for the individual performance  
9 component, that that might be a factor one year but not a  
10 factor another year?

11 A. I believe so.

12 Q. How would you find out what the factors were  
13 and how they were going to be used?

14 A. We would get the AMIP worksheet at some period  
15 during the year where the factors were described and  
16 explained.

17 Q. Am I correct that you wouldn't receive that  
18 AMIP worksheet until later in the year, let's say  
19 September, October, November?

20 A. That's correct. It did not always come out  
21 early in the year.

22 Q. We have talked about the different factors that  
23 might be used, and I'm not asking you for an exhaustive  
24 list because there were a lot of different factors that



1 were used. Correct?

2 A. There were a handful. Maybe six. For the most  
3 part, they were consistent through the years, so we knew  
4 in general what they would be year to year.

5 Q. But they could change?

6 A. They could change, but in general, we would  
7 know.

8 Q. In addition to the factors themselves  
9 potentially changing, the targets also changed, correct?

10 A. Correct.

11 Q. That is, earnings per share might be a factor  
12 year after year, but the target for earnings per share  
13 would change year to year.

14 A. Correct.

15 Q. The same target for operating income would  
16 change year to year.

17 A. Correct.

18 Q. And the target for individual performance would  
19 change year to year.

20 A. Correct.

21 Q. Who set the targets?

22 A. I don't know.

23 Q. Who set the factors that were going to be  
24 considered?



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1 A. I don't know.

2 Q. Did you have any input into the targets or the  
3 factors?

4 A. No.

5 Q. You said you received worksheets that laid all  
6 this out?

7 A. Yes.

8 Q. And the worksheets that laid this out you would  
9 receive in the September/October/November time frame?

10 A. I believe so.

11 Q. How would you receive these worksheets? Would  
12 you receive them in e-mail form or printed form handed to  
13 you?

14 A. Typically they were handed to us. We did get  
15 one in e-mail form.

16 Q. What year did you get in e-mail form?

17 A. I don't remember. 2003, maybe. No, couldn't  
18 have been 2003. 2002.

19 Q. It could have been fiscal year 2003, but during  
20 the year 2002; is that right?

21 A. Yes.

22 Q. Who would e-mail it to you, and who would hand  
23 it to you?

24 A. Our manager would hand it to us. At the time



1 that was Bob Tattle. Or Debbie Krakowski. I believe  
2 when it was e-mailed, it was e-mailed right from Human  
3 Resources.

4 Q. What would you do once you had this worksheet  
5 handed to you or e-mailed to you? Did you do anything?

6 A. There was some discussion about how we were  
7 doing with that target with our management and whether we  
8 felt we were in line or had to make adjustments for the  
9 rest of the year.

10 Q. Would you have that discussion right when it  
11 was sent to you or you might not have those discussions  
12 until later in the fiscal year?

13 A. Yeah, it would be pretty immediate.

14 Q. Sometimes you might be on target and sometimes  
15 you might not be on target?

16 A. They were mostly on target, from my  
17 recollection.

18 Q. Prior to receiving those worksheets, you would  
19 have no way of knowing how the AMIP was going to be  
20 calculated for that fiscal year?

21 MR. WILSON: Object to form. You can  
22 answer.

23 A. Not specifically, but we would have a general  
24 knowledge of what the performance factors would be.



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1 Q. What is it?

2 A. This is my offer ever when I transferred to be  
3 a portfolio manager from operations manager.

4 Q. I could be wrong, but I think by the time you  
5 received this letter, you had already received the AMIP  
6 for at least one year prior.

7 A. That's correct, I believe.

8 Q. I'm not sure that we have that letter.

9 A. May 2001.

10 Q. Let me tell you why I think that. There's a  
11 paragraph that starts: "Your participation in CSC's  
12 Management Incentive Program will continue."

13 Do you see that?

14 A. Yes. I'm sorry.

15 Q. That's why I'm figuring you probably had  
16 already received the AMIP.

17 A. Right.

18 Q. Is it logical to assume that you started  
19 receiving the AMIP in the year 2000?

20 A. I believe that's correct.

21 Q. You understood that there were no guarantees  
22 that you would receive the AMIP forever.

23 MR. WILSON: Object to the form.

24



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1 BY MR. SEEGULL:

2 Q. Correct?

3 A. Correct.

4 Q. You understood that the company has the right  
5 to change the terms and conditions of your employment?

6 A. Correct.

7 MR. WILSON: Object to form.

8 Q. You're not employed pursuant to any contract of  
9 employment, correct?

10 A. Correct.

11 Q. You're an at-will employee?

12 A. Yes.

13 Q. You're not disputing that the company has the  
14 right to make changes to the eligibility of the AMIP  
15 plan?

16 A. No, I'm not.

17 Q. In the year in which you were told that you  
18 were no longer eligible for AMIP, had you received a  
19 worksheet by the time that you were told that?

20 A. No, I don't believe so.

21 Q. What is Horizon?

22 A. Horizon Initiatives was the original name of  
23 the chemical account.

24 Q. What documents do you maintain govern your

1 Q. How were you first notified that you would not  
2 be receiving any AMIP payment?

3 A. Via the letter, whatever exhibit that will be.

4 Q. We will get you a copy of it right now.

5 (Deposition Exhibit No. 15 was marked for  
6 identification.)

7 THE WITNESS: 15, Exhibit 15.

8 BY MR. SEEGULL:

9 Q. Let's ask that question again. Was Exhibit 15  
10 the first notification you had that you would not be  
11 eligible for any AMIP payment?

12 A. Yes.

13 Q. Had you heard that this was coming?

14 A. No.

15 Q. This came as a surprise to you?

16 A. Complete surprise.

17 Q. Did you have any discussion with anybody about  
18 this?

19 A. Yes.

20 Q. Who did you discuss it with?

21 A. I talked to Bob Tattle, who was my manager at  
22 the time.

23 Q. Tell me about your conversations with him.

24 A. I believe he had had notification of this and

1 was trying to do what he could to keep us on the program,  
2 but he was not getting very far with that. Then I went  
3 and talked to Human Resources.

4 Q. Let's first talk about your conversations with  
5 Bob Tattle.

6 A. Okay.

7 Q. Bob Tattle hadn't told you this was coming?

8 A. No.

9 Q. After you received this letter, you then went  
10 to talk to Bob Tattle?

11 A. Yes. Actually, he handed me the letter in  
12 person.

13 Q. What did he say?

14 A. He said that he had been trying to work with  
15 his management to not have this happen, but there was  
16 nothing he could do and he was passing this letter along.

17 Q. Did you say anything to him?

18 A. I asked him what the rationale was.

19 Q. What did he say?

20 A. He said they were attempting to make the AMIP  
21 program consistent across CSC and that other  
22 organizations in CSC did not have people at our level, at  
23 level 6 eligibility, for the program. You had to be a  
24 level 7.

1 Q. So he told you and you understood that the  
2 point of the change to the AMIP eligibility was to make  
3 it consistent such that it was only for higher-level  
4 management people?

5 A. Correct, and in certain roles, I believe.

6 Q. Was there any further discussion that you had  
7 with Bob Tattle about AMIP removal or eligibility?

8 A. We had several discussions with him asking me  
9 to sign this letter.

10 Q. You didn't want to sign the letter?

11 A. I didn't understand whether signing the letter  
12 meant I accepted the program or that I had gotten  
13 notification.

14 Q. What did you finally come to understand?

15 A. That it was a notification letter.

16 Q. Anything else that you discussed with  
17 Bob Tattle about AMIP?

18 A. He was going to go back and talk to his line  
19 management again about moving us to level 7 so that we  
20 would still be eligible.

21 Q. Did he get back to you?

22 A. He did, and he was not successful at that, as  
23 well.

24 Q. Anything else discussed with Bob Tattle about

1 Q. Did you discuss with anybody else the AMIP  
2 program?

3 A. No.

4 Q. So just Nick Wilkinson and Jim Styles?

5 A. Correct. And Bob Tattle, obviously.

6 Q. You never had any other conversations with  
7 Bob Tattle?

8 A. No.

9 Q. I'm going to show you now what's been marked as  
10 Exhibit 4. Do you recognize this?

11 A. Yes.

12 Q. What is it?

13 A. It's a letter we received about contacting the  
14 attorneys.

15 Q. Did you help write this?

16 A. Yes.

17 Q. Who did you write it with?

18 A. Brian Miller and Dawn Hauck.

19 Q. How did you go about writing the letter?

20 A. Brian drafted the letter and Dawn and I  
21 reviewed it.

22 Q. Did you make changes to the letter?

23 A. We might have made wording changes.

24 Q. Do you remember which wording changes you made?

1 A. No.

2 Q. Who did you send it to?

3 A. We sent it to those people we suspected had  
4 been removed from the program.

5 Q. How did you get their names?

6 A. Well, we were all managers, so we knew most of  
7 the names.

8 Q. How did you get their addresses?

9 A. Looked them up on the Internet.

10 Q. Who was responsible for sending these letters  
11 out?

12 A. Brian sent the letters out.

13 Q. Who paid for the postage?

14 A. Brian paid for the postage.

15 Q. Did you reimburse him?

16 A. No.

17 Q. How many letters did you send out?

18 A. I don't know.

19 Q. Would you agree that your performance reviews  
20 don't have anything to do with this case?

21 A. Yes.

22 (Deposition Exhibit No. 16 was marked for  
23 identification.)

24



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1 A. Correct.

2 Q. There were two attachments to the e-mail?

3 A. Yes.

4 Q. What were the attachments?

5 A. One is the worksheet for the AMIP's  
6 calculation. One is a spreadsheet. One's a pdf. I  
7 don't remember what the difference of the two attachments  
8 is. Do you have the attachments?

9 Q. I'm not sure that we have the pdf. Is the pdf  
10 the worksheet or is the AMIPS-FY03 -- is that the  
11 worksheet?

12 A. My guess is that the pdf is -- what does he say  
13 here? He doesn't tell us either, does he? I don't know  
14 without opening up the attachments.

15 Q. Look at paragraph 3, it says, "The financial  
16 targets will be paid out on an over/under sliding scale  
17 achievement against target. EPS will be paid out in a  
18 similar fashion (see attached PP file)."

19 Does that mean PowerPoint?

20 A. PowerPoint. Yes.

21 Q. The first was a PowerPoint file?

22 A. The second must have been the worksheet.

23 Here's where they added the new measurement of return of  
24 investment.

1 Q. So for fiscal year 2003 you did not receive the  
2 worksheet until December 11th, 2002?

3 A. That's correct.

4 Q. So prior to December 11th, 2002, you did not  
5 know how AMIP was going to be calculated for fiscal year  
6 2003?

7 A. We didn't know the specifics, that's correct.

8 Q. What is the PowerPoint that he's attaching  
9 here?

10 A. It looks like that's the financial target  
11 sliding scale description. But, again, I'd have to open  
12 the document to verify that.

13 Q. Was individual performance still a component  
14 for fiscal year 2003 AMIP?

15 A. I believe so.

16 Q. The reason I ask that is it says in the second  
17 paragraph, it says, "In order to drive the uniformity of  
18 our efforts, all ASD AMIP eligible staff will share a  
19 100% financially driven AMIP schedule."

20 Do you see that?

21 A. Yes.

22 Q. Does that indicate to you that individual  
23 performance was not a component in that year's AMIP  
24 schedule?

1 the mean?

2 MR. WILSON: Object to the form.

3 BY MR. SEEGULL:

4 Q. Or the median, correct?

5 A. Also correct.

6 Q. Why do you have to estimate what your damages  
7 are in the first place? How come you don't know what  
8 your actual damages are?

9 A. Because we would not have known the total  
10 percentage of payout until the end of the fiscal year.

11 Q. But we're now beyond the end of that fiscal  
12 year. What were your actual damages rather than just  
13 giving me an estimate?

14 A. Again, they never -- since we didn't have these  
15 worksheets done that year, nothing was completed or  
16 filled out in terms of what targets we met.

17 Q. So there's no way to know exactly what your  
18 AMIP would have been for that year or six months of that  
19 year other than through an estimate?

20 A. A pretty good guess through an estimate, yes.

21 Q. But there's no way to know for sure because the  
22 worksheets were never provided. So we don't know what  
23 would have been applicable to you for that year.

24 MR. WILSON: Object to the form.



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1 BY MR. SEEGULL:

2 Q. Correct?

3 A. That's correct.

4 Q. Did you ever speak to anybody who did receive  
5 an AMIP for fiscal year 2004 about how their AMIP was  
6 calculated?

7 A. No.

8 Q. Why not?

9 A. Not something that people normally talk about.

10 Q. The decision to remove you from AMIP  
11 eligibility was not a personal decision, correct?

12 A. Correct.

13 Q. It wasn't about you --

14 MR. WILSON: Object to the form.

15 BY MR. SEEGULL:

16 Q. -- in particular?

17 A. That's correct.

18 Q. It was an attempt to align the  
19 cross-organizations within CSC and provide it for the  
20 senior-level managers.

21 A. Correct.

22 MR. WILSON: Object to the form.

23 Q. You knew that it had been a difficult financial  
24 year for the company in 2003, correct?



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1           A.     For the overall company, yes. For our account  
2 it had been a good financial year, actually.

3 Q. The company has the right to use its business  
4 judgment to determine the best way to save money and  
5 increase profits.

6 MR. WILSON: Object to the form.

7 A. That's correct. They also have a  
8 responsibility to notify us in a timely manner.

9 Q. What to you is a timely manner? How quickly  
10 did they have to notify you after the close of the fiscal  
11 year that they were changing the AMIP program?

12 A. I think they should have notified us either  
13 before the fiscal year started or shortly thereafter.

14 Q. What's shortly thereafter?

15 A. May/June.

16 Q. If they had notified you in June of 2003 that  
17 you were not going to be eligible for the AMIP program in  
18 fiscal year 2004, you wouldn't have had a problem with  
19 that?

20 A. I don't believe I would have had a problem with  
21 that.

## 22 Q. Why?

23 A. Because it would have meant they had studied  
24 the financials and made a decision around the same time

## CERTIFICATE OF REPORTER

STATE OF DELAWARE)

)

NEW CASTLE COUNTY)

I, Kimberly A. Hurley, Registered Professional Reporter and Notary Public, do hereby certify that there came before me on the 13th day of January, 2006, the deponent herein, KAREN A. MASINO, who was duly sworn by me and thereafter examined by counsel for the respective parties; that the questions asked of said deponent and the answers given were taken down by me in Stenotype notes and thereafter transcribed by use of computer-aided transcription and computer printer under my direction.

I further certify that the foregoing is a true and correct transcript of the testimony given at said examination of said witness.

I further certify that I am not counsel, attorney, or relative of either party, or otherwise interested in the event of this suit.

Kimberly A. Hurley  
Certification No. 126-RPR  
(Expires January 31, 2008)

DATED:

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE  
BRIAN MILLER, HECTOR CALDERON, )  
CHARLES FOLWELL, DAWN M. )  
HAUCK, KEVIN KEIR, ASHBY )  
LINCOLN, KAREN MASINO, ROBERT )  
W. PETERSON, SUSAN M. POKOISKI, )  
DAN P. ROLLINS, and WILLIAM )  
SPERATI, )  
Plaintiffs, )  
v. ) C.A. No. 05-10-JJF  
COMPUTER SCIENCES CORPORATION, )  
Defendant. )

Deposition of ROBERT W. PETERSON taken  
pursuant to notice at the law offices of Potter Anderson  
& Corroon, Hercules Plaza, 6th Floor, Wilmington,  
Delaware, beginning at 9:00 a.m., on Saturday,  
January 28, 2006, before Kimberly A. Hurley, Registered  
Merit Reporter and Notary Public.

APPEARANCES:

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ORIGINAL

A 79

1 A. Yes. ACM, Association of Computing Machinery.

2 Q. Anything else?

3 A. Not that I'm aware of.

4 Q. Where did you work immediately prior to working

5 for CSC?

6 A. At DuPont.

7 Q. When did you begin working at DuPont?

8 A. 1989.

9 Q. What was your position at DuPont?

10 A. I was a manager.

11 Q. What did that job entail?

12 A. It entailed supervising individuals and

13 managing projects related to software and hardware.

14 Q. What was your final salary at DuPont?

15 A. Good question. I don't know.

16 Q. Were you in a bonus program?

17 A. Yes.

18 Q. For how many years of your employment were you

19 in the bonus program?

20 A. From 1989 through '97.

21 Q. So that's throughout your entire employment?

22 A. Yes. With DuPont, yes.

23 Q. What was the bonus program called?

24 A. I don't remember.

1 Q. Were there any documents that set forth the  
2 bonus program?

3 A. Yes.

4 Q. What were those?

5 A. I don't know if they had a name. There were  
6 management guidelines and compensation descriptions and  
7 things like that.

8 Q. Do you still have any of those documents?

9 A. No.

10 Q. How did you learn about this bonus program at  
11 DuPont?

12 A. I learned about it when I was given it the  
13 first time.

14 Q. Did somebody tell you about it?

15 A. Yes. They said, "You are now part of our  
16 management bonus program and here's your amount."

17 Q. How were the bonuses calculated?

18 A. I don't know in DuPont.

19 Q. Were they awarded annually?

20 A. Yes.

21 Q. Were they awarded at the end of the fiscal  
22 year?

23 A. I'm not sure.

24 Q. Who was eligible at DuPont for the bonus



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1 program?

2 A. I don't know that there were any set  
3 guidelines. It was at the discretion of management. You  
4 had to be a certain level to be there, to get on the  
5 program, though.

6 Q. How much was the bonus that you received?

7 A. It was a 30 percent bonus.

8 Q. Was it 30 percent every year?

9 A. I don't recall.

10 Q. Did everyone receive the same percent?

11 A. No.

12 Q. And the percentage decided was at the  
13 discretion of management?

14 A. It was decided when you first were put on the  
15 program what your percentage would be and then as you got  
16 promoted and things like that, that could be changed by  
17 management.

18 Q. When you say "percentage," you mean percentage  
19 of your salary?

20 A. Yes. Yes.

21 Q. When did you first start working for CSC?

22 A. June of '97.

23 Q. What was your first position at CSC?

24 A. Trying to think of the name, the title. Senior



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1 consultant.

2 Q. What group were you in?

3 A. I was in the Chemical Group, chemical -- it was  
4 Horizon Initiatives at the time.

5 Q. When you joined, it was called Horizon  
6 Initiatives?

7 A. Yes.

8 Q. It's now called Chemical Group?

9 A. I don't know what it's called now, but we went  
10 through some iterations of names.

11 Q. How did the Horizon Initiatives Group fit into  
12 the organizational structure of CSC at the time?

13 A. I'm not sure I understand what you mean by  
14 that.

15 Q. Was it part of a larger business unit?

16 A. I'm not sure. My impression is that it  
17 reported to a vice president of some level, a separate  
18 group.

19 Q. Who was your direct supervisor?

20 A. At the time of transition?

21 Q. Yes.

22 A. I think it was Bill Fay.

23 Q. Do you know who his supervisor was?

24 A. Frank Cebula.



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1 Q. Who was the ultimate head of the Horizon  
2 Initiative Group?

3 A. I'm not sure.

4 Q. You're no longer employed at CSC?

5 A. That's correct.

6 Q. When did you leave?

7 A. June of 2004.

8 Q. Who was your supervisor at the time you left?

9 A. My direct supervisor was Gary Green.

10 Q. When you joined CSC, what was your starting  
11 salary?

12 A. I don't recall.

13 Q. Do you recall your salary level?

14 A. I was a grade 6.

15 Q. Did you receive any AMIP bonuses when you  
16 joined CSC?

17 A. Yes.

18 Q. When did you begin receiving them?

19 A. The first year I was part of CSC.

20 Q. In 1997?

21 A. Yes.

22 Q. Is that fiscal year 1997?

23 A. Good question. We joined in '97, so it would  
24 have been fiscal year '98, I believe.

1 BY MS. BOYD:

2 Q. I'm handing you what's been marked as  
3 Exhibit 20. Do you recognize this document?

4 A. Yes.

5 Q. What is it?

6 A. It looks like the offer letter to offer  
7 employment.

8 Q. Does this letter say anything about a bonus  
9 program?

10 A. Yes.

11 Q. Does it guarantee that you will be eligible to  
12 participate in this program for your entire career at  
13 CSC?

14 A. No.

15 Q. You can hand that back to me.

16 You were an at-will employee at CSC; is  
17 that correct?

18 A. I guess. I don't know what that means.

19 Q. You didn't have an employment contract, did  
20 you?

21 A. That's a contract, isn't it?

22 Q. You believe this is an employment contract?

23 A. That's what I assumed it to be. They offered  
24 me employment.

1 their names.

2 Q. About how many meetings were there?

3 A. Probably recall two or three.

4 Q. These meetings were conducted by DuPont HR  
5 employees?

6 A. Yes. We also met with CSC people during the  
7 transition.

8 Q. Who did you meet with from CSC?

9 A. I don't remember names.

10 Q. Who attended the meetings?

11 A. Most DuPont employees who were affected by the  
12 change.

13 Q. What was the purpose of the meetings?

14 A. Just to inform people of the benefits and what  
15 was going to happen during the transition to inform you  
16 whether you wanted to make the transition or not.

17 Q. You said benefits were discussed. What was  
18 discussed about benefits?

19 A. What I remember is things like, as in the offer  
20 letter, there was some increases in salary to cover  
21 things like disability, the differences in the various  
22 amounts you'd pay, and what the health benefit  
23 differences might be and things like that.

24 What I remember is the overall tone being



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1 assuring DuPont employees that whatever benefits you had  
2 at DuPont would be carried over to CSC and that  
3 adjustments were made to make sure that that would keep  
4 you whole.

5 Q. Were bonus programs discussed?

6 A. Only on an individual basis. Not as a whole  
7 group of people in a meeting.

8 Q. They weren't discussed at meetings?

9 A. I'm sure someone discussed it with me  
10 individually.

11 Q. Do you remember who that was?

12 A. No. Probably would have been my manager,  
13 but...

14 Q. What did they tell you?

15 A. I don't remember.

16 Q. Were any documents provided at these meetings?

17 A. Yes.

18 Q. Do you still have any of them?

19 A. Possibly. I don't have them with me.

20 Q. Did your manager provide you any documents at  
21 that individual meeting you referenced?

22 A. No, I don't recall.

23 Q. Did you participate in any orientation when you  
24 began working at CSC?

1 A. Yes.

2 Q. Who conducted that?

3 A. I don't recall.

4 Q. When was that?

5 A. Around the time of transition. I don't know  
6 exact dates.

7 Q. Were bonuses discussed during the orientation?

8 A. I don't remember.

9 Q. What does AMIP stand for?

10 A. Annual Management Incentive Program.

11 Q. What is it?

12 A. What is AMIP?

13 Q. What is AMIP?

14 A. It is an incentive program that is distributed  
15 annually to people who are on the AMIP list, you might  
16 say, that have been designated as earning that amount,  
17 that compensation.

18 Q. How do you get to be on the AMIP list?

19 A. Couple ways. One was as a part of the  
20 transition, we were kind of grandfathered onto it. You  
21 could also go through a process each year where I know as  
22 I went through performance appraisals with my people and  
23 my management, we talked about the last phase of that as  
24 being who needed to be -- who was justified, perhaps, in



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1 Q. How did you receive that?

2 A. The HR department gave me access to it in the  
3 system and I printed out a copy just because I wanted to  
4 understand how it worked.

5 Q. Did you produce that document to CSC?

6 A. I produced it to my attorney.

7 Q. What time of year did you receive that  
8 worksheet, generally?

9 A. Generally it was at the time that I was  
10 notified of my AMIP check, how much I was going to  
11 receive. So it would have been the May/June time frame.

12 Q. So you received that and it showed you how your  
13 AMIP check that you were getting was calculated?

14 A. That's correct. Told me the amounts, what it  
15 would be.

16 Q. What is an AMIP bonus?

17 A. What is an AMIP bonus. It's a bonus that's  
18 based on various factors, company performance, individual  
19 performance, those kind of things, and those things  
20 change each year, and it is variable compensation we call  
21 it at DuPont where it would change from year to year  
22 depending on how those factors played out.

23 Q. It amounts to a percentage of your salary,  
24 correct?

1 A. Yes. There's an upper limit.

2 Q. You said it's based on a number of different  
3 factors?

4 A. Yes.

5 Q. That change each year?

6 A. They could change.

7 Q. They include corporate objectives?

8 A. Yes.

9 Q. Personal objectives?

10 A. They could. Sometimes they did, sometimes they  
11 didn't.

12 Q. Financial factors?

13 A. Yes.

14 Q. Or nonfinancial factors?

15 A. Uh-huh.

16 Q. Those factors are measured for the entire  
17 fiscal year, right?

18 A. Yes, I guess.

19 Q. That fiscal year runs from April 1st to  
20 March 31st?

21 A. Yes. I would say that they are tracked through  
22 the year as opposed to being just measured once.  
23 Calculated at the end of the year because you don't know  
24 what they are till the whole year is over, but you're



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1 watching those numbers throughout the year as much as you  
2 have effect on them. Personal goals, for example, I  
3 would track them on my own -- with my management.

4 Q. So you need to know those factors on the  
5 worksheet to calculate your AMIP?

6 A. Yes. Actually it was calculated for me.

7 Q. Did you know of the factors before you received  
8 your bonus at the end of the year?

9 A. Before I received the bonus, yes, usually.

10 Q. How did you know that?

11 A. The worksheet was shown to me and said this is  
12 what you will be receiving and here's the calculations  
13 that made up that.

14 Q. So the worksheet was shown to you prior to the  
15 end of the fiscal year, so you would --

16 A. No. It was usually shown to me after the end  
17 of the fiscal year because the calculation was made at  
18 the end of the fiscal year.

19 Q. Did you know prior to the end of the fiscal  
20 year what you were supposed to be working towards that  
21 year?

22 A. Usually. And it normally was not until about  
23 halfway through it that we actually nailed down some  
24 goals, and those goals would change.



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1 Q. How did you receive that information?

2 A. My manager usually talked to me about it or  
3 maybe through an e-mail, these are the group goals that  
4 we have established this year.

5 Q. Did you know what the corporate goals were?

6 A. Usually about the same time that the group  
7 goals were established the corporate goals were. Not  
8 always.

9 Q. Who sent you the corporate goals?

10 A. My management usually did.

11 Q. So somewhere midway through the year you would  
12 know the goals or objectives that would factor into your  
13 ultimate AMIP bonus?

14 A. Yeah, and that midway through the year changed  
15 different times. Sometimes my manager and I would  
16 discuss my personal goals prior to that or after that.

17 Q. How do you calculate an AMIP bonus?

18 A. I didn't calculate it. It was calculated for  
19 me, as I said. Normally you took multiple factors. You  
20 had an upper limit, say -- in my case it was 30 percent  
21 of my salary was a potential. And then each of the  
22 factors were -- say an operating income goal might be  
23 10 percent, another goal might be 20 percent. As those  
24 goals were set out, the degree of reaching that goal was



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1 calculated in a percentage and a mathematical calculation  
2 was made to say you might get, say, 90 percent of your  
3 total AMIP. So it was all calculated out.

4 Also, there was a proration factor that was  
5 built in for the number of months that you were on the  
6 AMIP.

7 Q. When you say "built in," what do you mean by  
8 that?

9 A. In the worksheet there is a field that is the  
10 number of months for prorating AMIP. In my case it was  
11 12, the sheet that I gave him because I was eligible for  
12 the entire year.

13 Q. The AMIP bonus was designed to incentivize the  
14 people on the program to work towards the corporate and  
15 individual goals, right?

16 A. Yes.

17 Q. Do you know of anyone who received an AMIP  
18 bonus but was never told about their goals?

19 A. I don't recall anyone, no. I would say none of  
20 my people did. I told them if they were eligible.

21 Q. How did the people you managed know if they  
22 were eligible?

23 A. I would discuss their goals with them. And if  
24 they were added to the list, then around the May/June

1 time frame we informed them that, congratulations, you've  
2 been added to the list. If they were taken off the list,  
3 we would say I'm sorry to inform you that you were taken  
4 off the list for these reasons.

5 Q. So you would tell them at the end of the year?

6 A. I would tell them at the time that they  
7 received any salary changes, here's your rating, here's  
8 your new raise if you got one, and you're either on the  
9 list or not. If I didn't tell them anything, they were  
10 to assume they were still on the AMIP list.

11 Q. In what fiscal years did you receive AMIP  
12 bonuses?

13 A. Every fiscal year from '97 on to -- yeah, '97  
14 to 2004.

15 Q. What was the amount --

16 A. Except for the one in question here.

17 Q. What was the amount of the bonus you received?

18 A. It varied. Different amounts in different  
19 years.

20 Q. What was the range?

21 A. I'm not sure of the exact range. Sometimes it  
22 was 100 percent of the 30 percent of my salary and  
23 sometimes it was less.

24 Q. For each of those years you received an AMIP

1 you had discussed with your manager your goals; is that  
2 right?

3 A. At some point in the year, yes.

4 Q. You had received the corporate objectives?

5 A. At some point in the year, yes.

6 Q. When did you generally receive your AMIP bonus  
7 payment?

8 A. Generally it was in a June or July paycheck, I  
9 believe.

10 Q. So after the close of the fiscal year?

11 A. Yes.

12 Q. Why was it after the close of the fiscal year?

13 A. You had to calculate it first and then put it  
14 through the payroll system and also had to go through a  
15 performance appraisal for the prior year to see what  
16 level you would be compensated for. You had to also  
17 calculate whether you made your goals and whether the  
18 company made their goals.

19 Q. So the company waited till the end of the  
20 fiscal year?

21 A. Yes. To calculate the operating income goals  
22 and things like that because the books weren't closed  
23 till then.

24 Q. When were you notified that you would no longer

1 be eligible for participation in AMIP?

2 A. I think the letter was September 11th, 2003.

3 I'm not sure.

4 Q. Who told you this?

5 A. I received a letter and also my manager,  
6 Val Rowan, told me.

7 Q. Did you receive a letter in the mail?

8 A. I don't remember if it came in the mail or it  
9 was handed to me personally.

10 Q. When did Ms. Rowan meet with you?

11 A. I don't know exactly when.

12 Q. What did she tell you?

13 A. She told me I was being taken off of the AMIP  
14 list and there will be a letter or she gave me the  
15 letter -- I don't remember if I received it in the mail  
16 or she gave it to me, saying that I was no longer to  
17 receive the AMIP bonus.

18 Q. That was around September of 2003?

19 A. Around there, yes.

20 Q. So you understood at that time that you  
21 wouldn't be receiving an AMIP bonus at all?

22 A. Correct.

23 Q. You're requesting from CSC a prorated bonus  
24 from the beginning of the fiscal year, April 1st, through



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1 Q. You never received a completed AMIP worksheet  
2 for fiscal year 2004?

3 A. That's correct.

4 Q. What are your damages in this case?

5 A. The money that I did not receive for the six  
6 months that's in question here, I think. I have a plane  
7 ticket it took to get me here. And any attorneys' costs  
8 and those kinds of things.

9 Q. How much do you estimate your damages are for  
10 those six months?

11 A. Around \$15,000.

12 Q. How did you get to that number?

13 A. I took my 30 percent that was eligible and then  
14 took the amount of time -- amount in question from April  
15 to September and then calculated it from that standpoint.  
16 About half.

17 Q. So you took 30 percent of your salary?

18 A. Yes. And half of that.

19 Q. Took half of that. That's just an estimate,  
20 right?

21 A. Yes.

22 Q. Because you didn't have the factors --

23 A. I don't have the factors, that's correct.

24 Q. It would be impossible for you to come up with



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1 a final number of what you would have received had you  
2 not been removed from AMIP?

3 A. That's right.

4 Q. You don't know what metrics or factors were  
5 used to calculate the AMIP bonuses in fiscal year 2004?

6 A. Not exactly, that's right. I know what was  
7 used to calculate prior years, but not that year.

8 Q. You took 30 percent of your salary to get to  
9 your estimate. There are lots of ways you could have  
10 come up with an estimate; is that right?

11 A. Uh-huh. Yeah, if I knew the factors, I could  
12 have added in there. If I knew the percentage that CSC  
13 paid out, I could have multiplied it times that. I took  
14 a guess that that was 97 percent or something like that.

15 Q. You didn't always receive 30 percent of your  
16 salary?

17 A. Not always.

18 Q. You just picked an arbitrary way of calculating  
19 what you think your AMIP --

20 A. It was an estimate.

21 MR. WILSON: Object to form.

22 Q. Excuse me?

23 A. It was an estimate.

24 Q. You don't know exactly what motivated CSC to

1 remove you from AMIP in fiscal year of 2004, do you?

2 A. Correct.

3 Q. It wasn't a personal decision about you, was  
4 it?

5 A. As far as I know, that's true.

6 MR. WILSON: Object to form.

7 Q. CSC removed all people at your salary level in  
8 your group?

9 A. I don't know that. I understand that some  
10 people were not removed or put back on.

11 Q. Who do you know that wasn't removed?

12 A. I don't know of specific people. I just heard  
13 rumor.

14 Q. You heard a rumor that some people in your  
15 salary level were not removed?

16 A. Are still on, right.

17 Q. Who did you hear the rumor from?

18 A. Don't know.

19 Q. When did you hear the rumor?

20 A. Somewhere between the time after the letter and  
21 when I left CSC. I don't recall exact dates.

22 Q. Fiscal year 2003 was a tough year for CSC,  
23 correct?

24 A. Okay.

1 Q. Is that correct?

2 A. Yes, as far as I recall.

3 Q. The company has a right to make decisions to  
4 save money, right?

5 A. That's correct.

6 Q. And the right to make decisions to increase  
7 profits?

8 A. That's correct.

9 Q. And the company's entitled to use its business  
10 judgment to determine the best way to save money and  
11 increase profits, right?

12 A. That's correct.

13 Q. Your problem in this lawsuit is that you don't  
14 think you should have been removed from AMIP because of  
15 your contributions to CSC, correct?

16 A. That's not correct.

17 Q. Explain to me, then.

18 A. My problem is the timing of it. I don't have  
19 an issue with removing me from AMIP when I am informed  
20 when the action has happened. But retroactively is an  
21 issue with me.

22 Q. So then you don't have a problem with CSC  
23 removing people from AMIP?

24 A. No.